

EXHIBIT A-5

Schedule A, Item 4

Section 78.13(a) of the Commission's rules states that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations, and it will continue to do so following completion of this transaction.

This transaction involves only the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T's interest in the licensee and does not affect the licensee's eligibility or operation of the cable system serviced by the subject CARS facilities. In addition, the consummation of this transaction will not create any cross-ownership interests prohibited under part 76 of the Commission's rules.

Exhibit B-4 & B-5

Ownership Structure After Transfer of Control

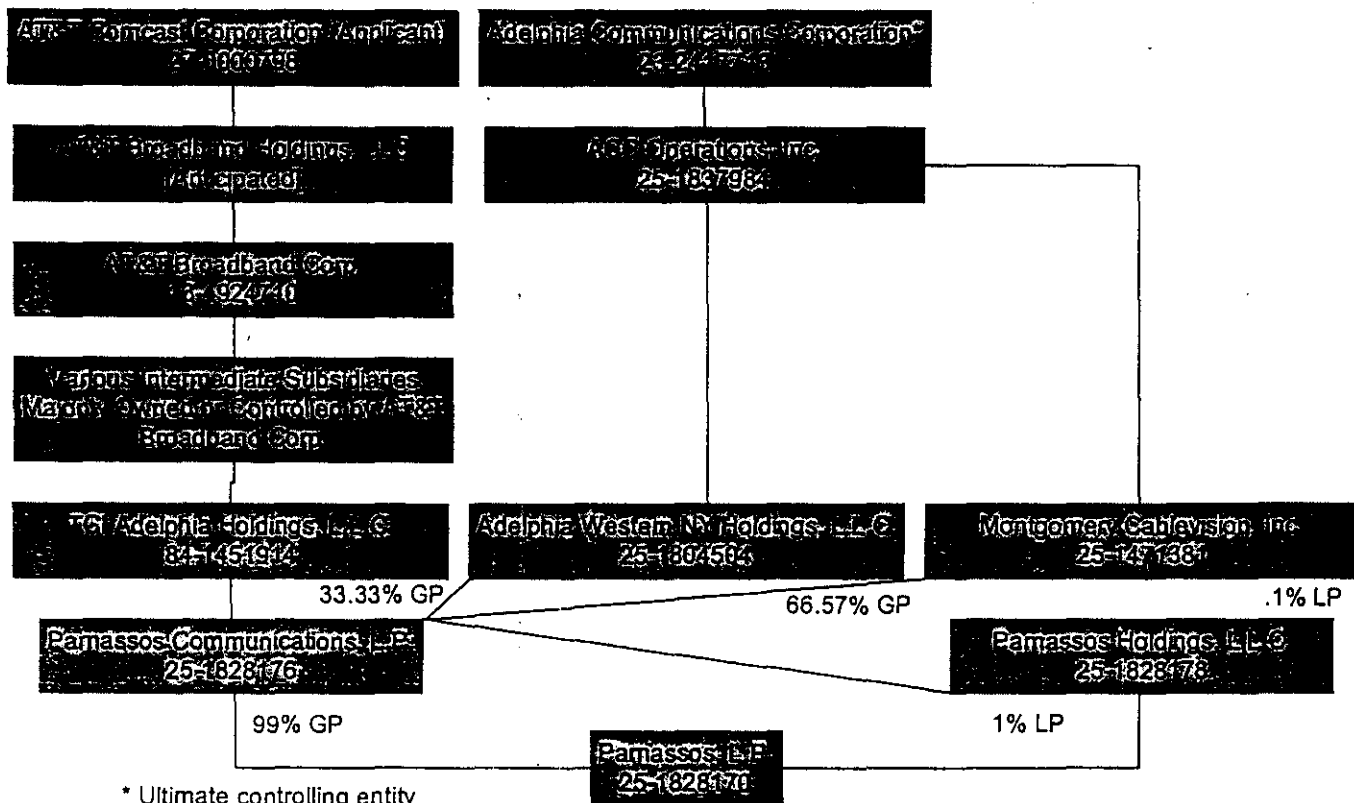


EXHIBIT B-6

Schedule B, Section II

ATTACHED

**A COMPLETE COPY OF THE
PUBLIC INTEREST STATEMENT IS
AVAILABLE IN THE FCC REFERENCE ROOM**

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB

3060-0589

Page No 1 of 3

(1) LOCKBOX #

358205

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and

\$2,940.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0003-7879-42

(12) PAYER (TIN)

52-0820071

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE

PA

(18) ZIP CODE

19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

KW-4396 (Lackawanna, NY)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WAC-525 (Conneaut, OH)

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

0001

(26B) FEE DUE FOR (PTC)

210.

(27B) TOTAL FEE

210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, **Westley Kay Littlejohn**

, certify under penalty of perjury that the foregoing and supporting information is true and correct to
the best of my knowledge, information and belief.

SIGNATURE

Westley Kay Littlejohn

DATE **2-28-2002**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

☐ MASTERCARD

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE

PA

(18) ZIP CODE

19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID

WBD-866 (Tonawanda, NY)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WBJ-250 (Lackawanna, NY)

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

0001

(26B) FEE DUE FOR (PTC)

210.

(27B) TOTAL FEE

210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

WGH-439 (West Seneca, NY)

(24C) PAYMENT TYPE CODE

TIC

(25C) QUANTITY

0001

(26C) FEE DUE FOR (PTC)

210.

(27C) TOTAL FEE

210.

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

WGZ-314 (Mentor on the Lake, NY)

(24D) PAYMENT TYPE CODE

TIC

(25D) QUANTITY

0001

(26D) FEE DUE FOR (PTC)

210.

(27D) TOTAL FEE

210.

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

WGZ-328 (Kirtland, OH)

(24E) PAYMENT TYPE CODE

TIC

(25E) QUANTITY

0001

(26E) FEE DUE FOR (PTC)

210.

(27E) TOTAL FEE

210.

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

WGZ-329 (Geneva, OH)

(24F) PAYMENT TYPE CODE

TIC

(25F) QUANTITY

0001

(26F) FEE DUE FOR (PTC)

210.

(27F) TOTAL FEE

210.

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE

PA

(18) ZIP CODE

19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID

WGZ-331 (Chardon, OH)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WGZ-332 (Ashtabula, OH)

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

0001

(26B) FEE DUE FOR (PTC)

210.

(27B) TOTAL FEE

210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

WGZ-354 (Harbor Creek Township, PA)

(24C) PAYMENT TYPE CODE

TIC

(25C) QUANTITY

0001

(26C) FEE DUE FOR (PTC)

210.

(27C) TOTAL FEE

210.

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

WGZ-397 (Lackawanna, NY)

(24D) PAYMENT TYPE CODE

TIC

(25D) QUANTITY

0001

(26D) FEE DUE FOR (PTC)

210.

(27D) TOTAL FEE

210.

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

WGZ-407 (Painesville Township, OH)

(24E) PAYMENT TYPE CODE

TIC

(25E) QUANTITY

0001

(26E) FEE DUE FOR (PTC)

210.

(27E) TOTAL FEE

210.

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

WLY-536 (Fredonia, NY)

(24F) PAYMENT TYPE CODE

TIC

(25F) QUANTITY

0001

(26F) FEE DUE FOR (PTC)

210.

(27F) TOTAL FEE

210.

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74454

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40221	022702	02/27/2002	2940.00	2940.00	0.00

COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVE. N.W.
WASHINGTON, DC 20006-3458

BANK OF AMERICA

02992 DC
15-120-540

CHECK NO.

74454

CHECK DATE

02/28/2002

VENDOR NO.

FCC

PAY

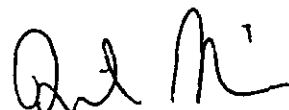
Two thousand nine hundred forty and NO/100

CHECK AMOUNT

2940.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION



⑈074454⑈ ⑆054001204⑆ 002086050069⑈

COLE, RAYWID & BRAVERMAN, L.L.P.

FEDERAL COMMUNICATIONS

74454

74454

40221	022702	02/27/2002	2940.00	2940.00	0.00
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COLE, RAYWID & BRAVERMAN, L.L.P.

STAMP AND RETURN

STEVEN J. HORVITZ
WRITER'S E-MAIL
SHORVITZ@CRBLAW.COM

ATTORNEYS AT LAW
1919 PENNSYLVANIA AVENUE, N.W., SUITE 200
WASHINGTON, D.C. 20006-3458
TELEPHONE (202) 659-9750
FAX (202) 452-0067
WWW.CRBLAW.COM

LOS ANGELES OFFICE
2381 ROSECRANS AVENUE, SUITE 110
EL SEQUENDO, CALIFORNIA 90245-4290
TELEPHONE (310) 843-7999
FAX (310) 843-7997

FCC/MAIL ROOM

FEB 28 2002

February 28, 2002

VIA COURIER

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

Attn: Gloria Conway, Cable Services Bureau

Re: **AT&T Comcast Corporation**
Application for Transfer of AT&T Corp.'s Interest in
Western NY Cablevision's CARS Licenses

Ladies and Gentlemen:

Enclosed please find FCC Form 327 requesting the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T Corp.'s interest in Western NY Cablevision LP, licensee of the facilities on the attached list. Also enclosed is FCC Form 159 and a check for \$210.00 for the required filing fee.

If there are any questions regarding this application, please contact Westley Littlejohn or the undersigned.

Sincerely,

Steven J. Horvitz

Enclosures

Federal Communications Commission
February 28, 2002
Page 2

Western NY Cablevision, LP
(FRN #0004-07-6709)

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
WGT-752	Buffalo, NY	02/01/2003

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of 4

- 1.(a) Application for: ☐ License ☐ Renewal ☐ Assignment of License
(Check only one box) ☐ Modification ☐ Reinstatement ☒ Transfer of Control
☐ Amendment of Application

(b) Does this application refer to an existing station? ☒ YES ☐ NO If "YES," give call sign **See Ex. A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- ☐ Add Channel(s) ☐ Change Transmit Site ☐ Add Receive Site(s) ☐ Change Antenna System
☐ Delete Channel(s) ☐ Change Operating Power ☐ Delete Receive Site(s) ☐ Change Height of Antenna Structure
☐ Change Transmitter ☐ Change Receive Site(s) ☐ Change Height of Antenna
☐ Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) AT&T Comcast Corporation				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 665-1700

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant.
If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.)
27-0000798

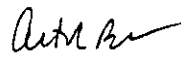
(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) Thomas R. Nathan, Regulatory Affairs				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME AT&T Comcast Corporation				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 981-7535

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS On File - No Change				
CITY	STATE	ZIP CODE		

	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?		
Record on File		
If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?		X
If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following: (a) Direction of true north; (b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s); (c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected; (d) Every path number for the station for which this application is filed.		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X
CERTIFICATION		
All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.		
The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).		
The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.		
I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE 2/22/2
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT, U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME Arthur R. Block	
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION
		<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION
		<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME (if person, list last name first)			
AT&T Comcast Corporation			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	3	E.I. NO. (or Soc. Sec. No.) 27-0000798
			STATE OF INCORPORATION ▶ PA

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME (if person, list last name first)			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. (or Soc. Sec. No.)
			STATE OF INCORPORATION ▶

LEGAL NAME (if person, list last name first)			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. (or Soc. Sec. No.)
			STATE OF INCORPORATION ▶

LEGAL NAME (if person, list last name first)			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. (or Soc. Sec. No.)
			STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)

	YES	NO
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		X
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant?		
If "YES," no further items in this section need be answered. N/A		
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners?		
N/A		
If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		

Page 4 of 4

<p>5 If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?</p> <p style="text-align: center;">N/A</p> <p>If "YES" attach as Exhibit B-3 a statement explaining which owners or operators control the applicant. No further items in this section need be answered.</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: center;">YES</td> <td style="width: 50%; text-align: center;">NO</td> </tr> <tr> <td style="height: 40px;"></td> <td style="height: 40px;"></td> </tr> </table>	YES	NO		
YES	NO				

6 If the applicant does not answer "YES" to item 3, 4, or 5

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234) and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:

```

graph TD
    A["E.I. No. 474389210  
Mr. Cay"] --> D["E.I. No. 134671234  
Corporation Beta"]
    B["MS Theta"] --> D
    D --> C["E.I. No. 120101234  
Partnership Alpha"]
    C --> E["APPLICANT"]
    
```

*E.I. No. 120101234 is the controlling entity

NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. if they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also indicate the final controlling entities.

SECTION II Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee

LEGAL NAME OF APPLICANT (If person, use name only)				
Western NY Cablevision, L.P.				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (if any)				
MAILING STREET ADDRESS OR P.O. BOX				
1 North Main Street				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
Coudersport	PA	16915	814	274-9830

Commission authorization is hereby requested for. (Check only one box)

☐ Assignment of CARS license ☒ Transfer of control of CARS license (pro forma)

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT U.S. CODE TITLE 18 SECTION 1001</p>	<table style="width: 100%;"> <tr> <td style="width: 70%;"> <p>Signature</p> <p style="font-family: cursive; font-size: 1.2em;">Randall D. Fisher</p> <p>PRINT FULL NAME</p> <p>Randall D. Fisher</p> </td> <td style="width: 30%; padding-left: 10px;"> <p>Date</p> <p>2/27/02</p> </td> </tr> </table>	<p>Signature</p> <p style="font-family: cursive; font-size: 1.2em;">Randall D. Fisher</p> <p>PRINT FULL NAME</p> <p>Randall D. Fisher</p>	<p>Date</p> <p>2/27/02</p>
<p>Signature</p> <p style="font-family: cursive; font-size: 1.2em;">Randall D. Fisher</p> <p>PRINT FULL NAME</p> <p>Randall D. Fisher</p>	<p>Date</p> <p>2/27/02</p>		

(Check appropriate classification.)

<input type="checkbox"/> Individual Applicant	<input type="checkbox"/> Member of Applicant Partnership	<input type="checkbox"/> Officer of Applicant Corporation	<input checked="" type="checkbox"/> Officer of Applicant <small>MEMBERSHIP</small>	<input type="checkbox"/> Officer of Applicant Governmental Entity
---	--	---	--	---

EXHIBIT A-1
Western NY Cablevision, LP
(FRN #0004-07-6709)

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
WGT-752	Buffalo, NY	02/01/2003

EXHIBIT A-2

Schedule A, Item 2(c)

In addition to the contact person shown in response to item 2(c) on Page 1, copies of the correspondence and records relating to the CARS facilities on Exhibit A-1 should be directed to:

A. Renee Callahan
Lawler Metzger & Milkman, LLC
1909 K Street, NW
Suite 820
Washington, DC 20006
(202) 777-7700

Betsy J. Brady
AT&T
1120 20th Street, N.W.
Suite 1000
Washington, D.C. 20036
(202) 457-3810

Steven J. Horvitz
Cole, Raywid & Braverman, LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006
(202) 659-9750

Jalyn Tezik
Adelphia Communications Corporation
1 North Main Street
Coudersport, PA 16915
(814) 274-6426

EXHIBIT A-5

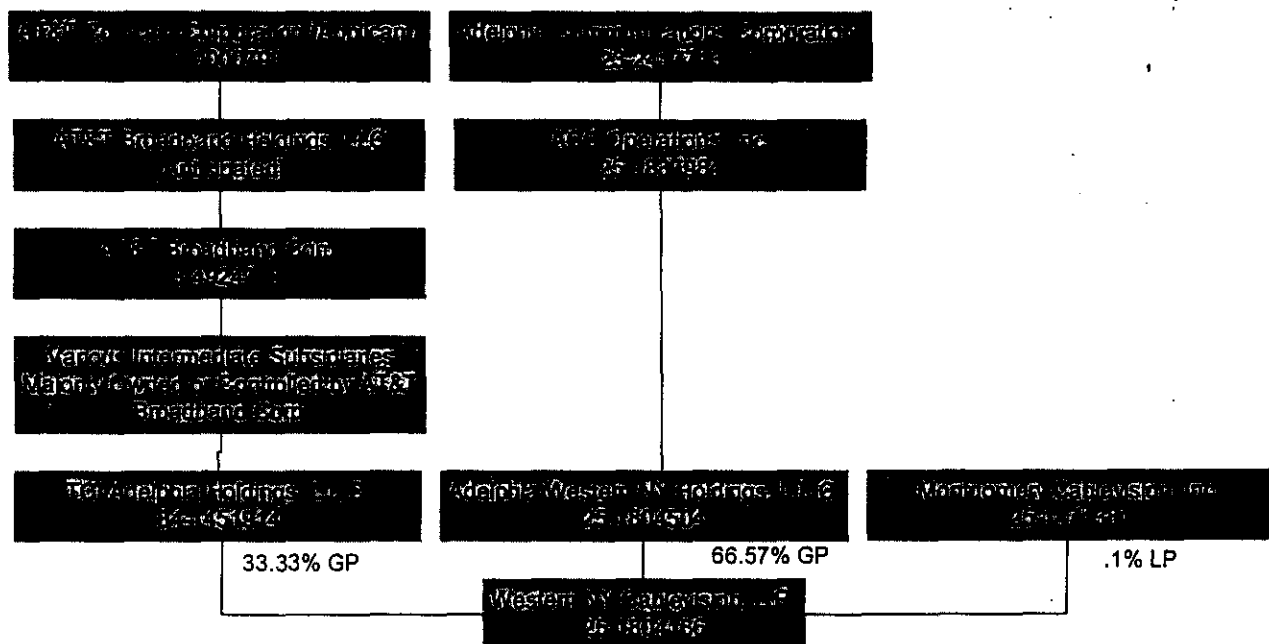
Schedule A, Item 4

Section 78.13(a) of the Commission's rules states that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations, and it will continue to do so following completion of this transaction.

This transaction involves only the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T's interest in the licensee and does not affect the licensee's eligibility or operation of the cable system serviced by the subject CARS facilities. In addition, the consummation of this transaction will not create any cross-ownership interests prohibited under part 76 of the Commission's rules.

Exhibit B-4 & B-5

Ownership Structure After Transfer of Control



* Ultimate controlling entity

EXHIBIT B-6

Schedule B, Section II

ATTACHED

**A COMPLETE COPY OF THE
PUBLIC INTEREST STATEMENT IS
AVAILABLE IN THE FCC REFERENCE ROOM**

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB

3060-0589

Page No 1 of 1

(1) LOCKBOX #

358205

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and

\$210.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0003-7879-42

(12) PAYER (TIN)

52-0820071

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE

PA

(18) ZIP CODE

19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WGT-752 (Buffalo, NY)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, **Westley Kay Littlejohn**

, certify under penalty of perjury that the foregoing and supporting information is true and correct to
the best of my knowledge, information and belief.

SIGNATURE

Westley Kay Littlejohn

DATE **2-28-2002**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

☐ MASTERCARD

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

OLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74456

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40223	022702	02/27/2002	210.00	210.00	0.00

COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVE. N.W.
WASHINGTON, DC 20006-3458

BANK OF AMERICA

02992 DC
15-120-540

CHECK NO.

74456

CHECK DATE

02/28/2002

VENDOR NO.

FCC

PAY

Two hundred ten and NO/100

CHECK AMOUNT

210.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION



⑈074456⑈ ⑆054001204⑆ 002086050069⑈

Details on back. Security Features included.

COLE, RAYWID & BRAVERMAN, L.L.P. FEDERAL COMMUNICATIONS

74456

74456

40223 022702 02/27/2002 210.00 210.00 0.00

COLE, RAYWID & BRAVERMAN, L.L.P.

STAMP AND RETURN

STEVEN J. HORVITZ
WRITER'S E-MAIL
SHORVITZ@CRBLAW.COM

ATTORNEYS AT LAW
1919 PENNSYLVANIA AVENUE, N.W., SUITE 200
WASHINGTON, D.C. 20006-3458
TELEPHONE (202) 659-9750
FAX (202) 452-0067
WWW.CRBLAW.COM

LOS ANGELES OFFICE
2381 ROSECRANS AVENUE, SUITE 110
EL SEGUNDO, CALIFORNIA 90245-4290
TELEPHONE (310) 643-7999
FAX (310) 643-7997

FCC/MELLON

FEB 28 2002

February 28, 2002

VIA COURIER

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

Attn: Gloria Conway, Cable Services Bureau

Re: **AT&T Comcast Corporation**
Application for Transfer of AT&T Corp.'s Interest in
Insight Communications Midwest, LLC's CARS Licenses

Ladies and Gentlemen:

Enclosed please find FCC Form 327 requesting the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T Corp.'s interest in Insight Communications Midwest, LLC, licensee of the facilities on the attached list. Also enclosed is FCC Form 159 and a check for \$1,680.00 for the required filing fee.

If there are any questions regarding this application, please contact Westley Littlejohn or the undersigned.

Sincerely,

Steven J. Horvitz

Enclosures

Insight Communications Midwest, LLC
(FRN #0003-74-8365)

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
KKK-46	Boonville, IN	8/1/2005
KYX-60	Louisiana, MO	8/1/2005
KYX-69	Hannibal, MO	8/1/2005
WAJ-459	Shoals, IN	8/1/2005
WCF-542	Oregon, IL	7/1/2002
WGF-97	Jasper, IN	4/1/2002
WHZ-840	Danville, IL	4/1/2004
WPN-34	Belvidere, IL	8/1/2005

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of **4**

- 1.(a) Application for: ☐ License ☐ Renewal ☐ Assignment of License
(Check only one box) ☐ Modification ☐ Reinstatement ☒ Transfer of Control
☐ Amendment of Application

(b) Does this application refer to an existing station? ☒ YES ☐ NO If "YES," give call sign **See Ex. A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- ☐ Add Channel(s) ☐ Change Transmit Site ☐ Add Receive Site(s) ☐ Change Antenna System
☐ Delete Channel(s) ☐ Change Operating Power ☐ Delete Receive Site(s) ☐ Change Height of Antenna Structure
☐ Change Transmitter ☐ Change Receive Site(s) ☐ Change Height of Antenna
☐ Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) AT&T Comcast Corporation				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 665-1700

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant.
If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.)
27-0000798

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) Thomas R. Nathan, Regulatory Affairs				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME AT&T Comcast Corporation				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 981-7535

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS On File - No Change				
CITY	STATE	ZIP CODE		